



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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Toronto ON M5H 3S8

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20, rue queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF THE *SECURITIES ACT*,
RSO 1990, c S.5**

- and -

**IN THE MATTER OF
MM CAFÉ FRANCHISE INC., TECHOCAN INTERNATIONAL CO. LTD., 1727350
ONTARIO LIMITED, MARIANNE GODWIN, DAVE GARNET CRAIG and HAIYAN
(HELEN) GAO JORDAN**

- and -

**IN THE MATTER OF A
SETTLEMENT AGREEMENT BETWEEN STAFF
OF THE ONTARIO SECURITIES COMMISSION and
MM CAFÉ FRANCHISE INC., DAVE GARNET CRAIG and MARIANNE GODWIN**

ORDER

(Subsection 127(1) and section 127.1 of the *Securities Act*)

WHEREAS:

1. on March 23, 2016, the Ontario Securities Commission (the “**Commission**”) issued a Notice of Hearing pursuant to subsection 127(1) and section 127.1 of the *Securities Act*, RSO 1990, c S.5 (the “**Act**”) to consider whether it is in the public interest to make orders against MM Café Franchise Inc., Techocan International Co. Ltd., 1727350 Ontario Limited, Marianne Godwin, Dave Garnet Craig, and Haiyan (Helen) Gao Jordan, in connection with the allegations set out in the Statement of Allegations of Staff of the Commission (“**Staff**”) dated March 23, 2016, and amended April 24, 2016 and July 26, 2016 (the “**Amended Amended Statement of Allegations**”);
2. MM Café Franchise Inc. (“**MMCF**”), Dave Garnet Craig (“**Craig**”), and Marianne Godwin (“**Godwin**”) (collectively, the “**Settling Respondents**”) entered into a

Settlement Agreement with Staff dated April 13, 2017, (the “**Settlement Agreement**”) in which the Settling Respondents agreed to a proposed settlement of this proceeding, subject to the approval of the Commission;

3. On April 18, 2017, the Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the Act to announce that it would hold a hearing to consider whether it is in the public interest to approve a settlement agreement entered into between Staff and the Settling Respondents;
4. the Commission reviewed the Settlement Agreement, the Notice of Hearing, and the Amended Amended Statement of Allegations of Staff, and heard submissions from counsel for the Settling Respondents and from Staff; and
5. the Commission is of the opinion that it is in the public interest to make this Order;

IT IS ORDERED THAT:

1. the Settlement Agreement is approved;
2. trading in any securities or derivatives by MMCF cease permanently, pursuant to paragraph 2 of subsection 127(1) of the Act;
3. the acquisition of any securities by MMCF is prohibited permanently, pursuant to paragraph 2.1 of subsection 127(1) of the Act;
4. any exemptions contained in Ontario securities law do not apply to MMCF permanently, pursuant to paragraph 3 of subsection 127(1) of the Act;
5. Godwin shall resign any positions that she holds as a director or officer of an issuer, pursuant to paragraph 7 of section 127(1);

6. Godwin is prohibited from becoming or acting as a director or officer of any issuer for a period of 5 years commencing from the date of this Order, pursuant to paragraph 8 of section 127(1) of the Act;
7. Godwin shall resign any positions that she holds as a director or officer of a registrant, pursuant to paragraph 8.1 of section 127(1);
8. Godwin is prohibited from becoming or acting as a director or officer of a registrant for a period of 5 years commencing from the date of this Order, pursuant to paragraph 8.2 of section 127(1) of the Act;
9. Godwin shall resign any positions that she holds as a director or officer of an investment fund manager, pursuant to paragraph 8.3 of section 127(1);
10. Godwin is prohibited from becoming or acting as a director or officer of an investment fund manager for a period of 5 years commencing from the date of this Order, pursuant to paragraph 8.4 of section 127(1) of the Act;
11. Godwin shall pay costs in the amount of \$1,000, pursuant to section 127.1 of the Act;
12. Should Godwin take, complete, and pass the “Partners, Directors and Senior Officers Course” (or equivalent) offered by the Canadian Securities Institute and pay the costs ordered in paragraph 11, Staff will consent to an order pursuant to section 144 of the Act varying the time period specified in paragraphs 6, 8, and 10 of this Order to 2 years commencing from the date of this Order;
13. Notwithstanding the provisions of paragraph 12, until the entire amount of the payment set out in paragraph 11 is paid in full, the provisions of paragraphs 6, 8, and 10 shall continue in force without any limitation as to time period;
14. Craig shall resign any positions that he holds as a director or officer of an issuer, pursuant to paragraph 7 of section 127(1);

15. Craig is prohibited from becoming or acting as a director or officer of any issuer for a period of 5 years commencing from the date of this Order, pursuant to paragraph 8 of section 127(1) of the Act;
16. Craig shall resign any positions that he holds as a director or officer of a registrant, pursuant to paragraph 8.1 of section 127(1);
17. Craig is prohibited from becoming or acting as a director or officer of a registrant for a period of 5 years commencing from the date of this Order, pursuant to paragraph 8.2 of section 127(1) of the Act;
18. Craig shall resign any positions that he holds as a director or officer of an investment fund manager, pursuant to paragraph 8.3 of section 127(1);
19. Craig is prohibited from becoming or acting as a director or officer of an investment fund manager for a period of 5 years commencing from the date of this Order, pursuant to paragraph 8.4 of section 127(1) of the Act;
20. Craig shall pay costs in the amount of \$1,000, pursuant to section 127.1 of the Act; and
21. Should Craig take, complete, and pass the “Partners, Directors and Senior Officers Course” (or equivalent) offered by the Canadian Securities Institute and pay the costs ordered in paragraph 20, Staff will consent to an order pursuant to section 144 of the Act varying the time period specified in paragraphs 15, 17, and 19 of this Order to 2 years commencing from the date of this Order.

DATED at Toronto, this 24th day of April, 2017.

“Timothy Moseley”

Timothy Moseley

“AnneMarie Ryan”

AnneMarie Ryan